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**23296-P**  
TS  
OCT 29 '01 3:50 PM  
**SURFACE TRANSPORTATION BOARD**

lgitomer@bjllp.com

October 29, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment of Memorandum of Lease Agreement, a secondary document, dated as of October 17, 2001. The primary document to which this is connected is recorded under Recordation No. 23296. We request that one copy of this document be recorded under Recordation No. 23296-P.

The names and addresses of the parties to the Assignment of Memorandum of Lease Agreement are:

Assignor:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Assignee:

MRC Rail Services, LLC  
One California Street  
San Francisco CA 94111

A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 160 286,000 pound 6,221 cubic foot specialty covered hopper cars numbered FPAX 200475, 200530-200547, inclusive, 200549-200590, inclusive, 200592-200639, inclusive, 201188, 201285, 201287, 201289, 201291-201336, inclusive, and, 201338.

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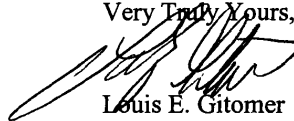
Honorable Vernon A. Williams  
October 29, 2001  
Page 2

A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment of Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and MRC Rail Services, LLC, One California Street, San Francisco CA 94111, covering 160 286,000 pound 6,221 cubic foot specialty covered hopper cars numbered FPAX 200475, 200530-200547, inclusive, 200549-200590, inclusive, 200592-200639, inclusive, 201188, 201285, 201287, 201289, 201291-201336, inclusive, and, 201338.

Very Truly Yours,



Louis E. Gitomer

Enclosures

## ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 17, 2001, by and between LASALLE NATIONAL LEASING CORPORATION ("Assignor") and MRC RAIL SERVICES, LLC ("Assignee").

Assignor and Formosa Plastics Corporation, U.S.A. and Formosa Transrail Corporation (collectively, "Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of September 28, 2001 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to that certain Railcar Master Lease Agreement dated as of September 29, 2000. The Memorandum of Lease Agreement has been filed and recorded as Recordation No. 23296-M with the Surface Transportation Board pursuant to 49 U.S.C.11301 and 49 CFR 1177 on September 28, 2001, at 2:30 p.m. and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on September 28, 2001 at 2:05 p.m..

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and in and to the Lease solely to the extent relating thereto; and the parties desire to effect the assignment of the rights of Assignor under the Memorandum of Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease Agreement; and Assignee accepts such assignment.

This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Assignment of Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING  
CORPORATION

By: 

Name: CONSTANCE W. LANCASTER

Title: 1st VICE PRESIDENT

RECORDATION NO. 23296-P FILED

OCT 29 '01

3-50 PM

 SURFACE TRANSPORTATION BOARD

MRC RAIL SERVICES, LLC

By: 

Name: Michihiko Nose

Title: President

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF Baltimore )

On this 25<sup>th</sup> day of October, 2001 before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the 1<sup>st</sup> Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

Regina M. McManus  
Notary Public

My commission expires:

10/1/04

STATE OF California )  
 ) ss.  
COUNTY OF San Francisco )

On this 23<sup>rd</sup> day of October, 2001 before me appeared Michihiko Nose, the person who signed this instrument, who acknowledged that the is the President of MRC Rail Services, LLC and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Shirlyn J. Kim  
Notary Public

My commission expires:

March 25, 2004

